

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: 757 FILM ACQUISITION LLC, Debtor. Tax I.D. No. 35-2344300	Chapter 11 Case No. 24-11443
In re: CHICKEN SOUP FOR THE SOUL ENTERTAINMENT INC., Debtor. Tax I.D. No. 81-2560811	Chapter 11 Case No. 24-11442
In re: CHICKEN SOUP FOR THE SOUL STUDIOS, LLC, Debtor. Tax I.D. No. 87-3789993	Chapter 11 Case No. 24-11444
In re: CHICKEN SOUP FOR THE SOUL TELEVISION GROUP, LLC, Debtor. Tax I.D. No. N/A	Chapter 11 Case No. 24-11445
In re: CRACKLE PLUS, LLC, Debtor. Tax I.D. No. 83-4459379	Chapter 11 Case No. 24-11446

<p>In re:</p> <p>CSS AVOD INC.,</p> <p>Debtor.</p> <p>Tax I.D. No. 86-3704038</p>	<p>Chapter 11</p> <p>Case No. 24-11447</p>
<p>In re:</p> <p>CSSESIG, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 87-3227150</p>	<p>Chapter 11</p> <p>Case No. 24-11448</p>
<p>In re:</p> <p>DIGITAL MEDIA ENTERPRISES LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. N/A</p>	<p>Chapter 11</p> <p>Case No. 24-11449</p>
<p>In re:</p> <p>HALCYON STUDIOS, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 87-1043312</p>	<p>Chapter 11</p> <p>Case No. 24-11450</p>
<p>In re:</p> <p>HALCYON TELEVISION, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 86-3689873</p>	<p>Chapter 11</p> <p>Case No. 24-11451</p>
<p>In re:</p> <p>LANDMARK STUDIO GROUP LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 84-3073671</p>	<p>Chapter 11</p> <p>Case No. 24-11452</p>

<p>In re:</p> <p>LOCOMOTIVE GLOBAL, INC.,</p> <p>Debtor.</p> <p>Tax I.D. No. 46-1962094</p>	<p>Chapter 11</p> <p>Case No. 24-11453</p>
<p>In re:</p> <p>PIVOTSHARE, INC.,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-2852165</p>	<p>Chapter 11</p> <p>Case No. 24-11454</p>
<p>In re:</p> <p>RB SECOND MERGER SUB LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 88-3670754</p>	<p>Chapter 11</p> <p>Case No. 24-11455</p>
<p>In re:</p> <p>REDBOX AUTOMATED RETAIL, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-0100436</p>	<p>Chapter 11</p> <p>Case No. 24-11456</p>
<p>In re:</p> <p>REDBOX ENTERTAINMENT, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 85-4007085</p>	<p>Chapter 11</p> <p>Case No. 24-11457</p>
<p>In re:</p> <p>REDBOX HOLDINGS, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 85-3377338</p>	<p>Chapter 11</p> <p>Case No. 24-11458</p>

<p>In re:</p> <p>REDBOX INCENTIVES LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 80-0771123</p>	<p>Chapter 11</p> <p>Case No. 24-11459</p>
<p>In re:</p> <p>REDWOOD INTERMEDIATE, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 87-3142733</p>	<p>Chapter 11</p> <p>Case No. 24-11460</p>
<p>In re:</p> <p>SCREEN MEDIA FILMS, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. N/A</p>	<p>Chapter 11</p> <p>Case No. 24-11462</p>
<p>In re:</p> <p>SCREEN MEDIA VENTURES, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 52-2172466</p>	<p>Chapter 11</p> <p>Case No. 24-11461</p>
<p>In re:</p> <p>TOFG LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 83-3600508</p>	<p>Chapter 11</p> <p>Case No. 24-11463</p>

**DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING
JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”)¹ hereby move (this “Motion”) for entry of an Order, substantially in the form attached as **Exhibit A** (the “Proposed Order”), authorizing the joint administration of the above-captioned chapter 11 cases (the “Chapter 11 Cases”) pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). In support of this Motion, the Debtors, through their undersigned counsel, respectfully represent as follows.²

RELIEF REQUESTED

1. By this Motion, the Debtors seek entry of the Proposed Order, pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, directing the consolidation of the Chapter 11 Cases for procedural purposes only.

2. The Debtors also request that one file and one docket be maintained for all of the jointly administered cases under the lead case of Chicken Soup for the Soul Entertainment Inc.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number (where applicable), are: 757 Film Acquisition LLC (4300); Chicken Soup for the Soul Entertainment Inc. (0811); Chicken Soup for the Soul Studios, LLC (9993); Chicken Soup for the Soul Television Group, LLC; Crackle Plus, LLC (9379); CSS AVOD Inc. (4038); CSSESIG, LLC (7150); Digital Media Enterprises LLC; Halcyon Studios, LLC (3312); Halcyon Television, LLC (9873); Landmark Studio Group LLC (3671); Locomotive Global, Inc. (2094); Pivotshare, Inc. (2165); RB Second Merger Sub LLC (0754); Redbox Automated Retail, LLC (0436); Redbox Entertainment, LLC (7085); Redbox Holdings, LLC (7338); Redbox Incentives LLC (1123); Redwood Intermediate, LLC (2733); Screen Media Films, LLC; Screen Media Ventures, LLC (2466); and TOFG LLC (0508). The Debtors’ corporate headquarters and service address is 132 East Putnam Avenue, Floor 2W, Cos Cob, CT 06807.

² The facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration (as defined below), filed contemporaneously herewith and incorporated herein by reference. Capitalized terms used but not defined in this Motion have the meanings given in the First Day Declaration.

Additionally, the Debtors propose that all pleadings relating to the Debtors' cases contain the following joint caption:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CHICKEN SOUP FOR THE SOUL
ENTERTAINMENT INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11442

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number (where applicable), are: 757 Film Acquisition LLC (4300); Chicken Soup for the Soul Entertainment Inc. (0811); Chicken Soup for the Soul Studios, LLC (9993); Chicken Soup for the Soul Television Group, LLC; Crackle Plus, LLC (9379); CSS AVOD Inc. (4038); CSSESIG, LLC (7150); Digital Media Enterprises LLC; Halcyon Studios, LLC (3312); Halcyon Television, LLC (9873); Landmark Studio Group LLC (3671); Locomotive Global, Inc. (2094); Pivotshare, Inc. (2165); RB Second Merger Sub LLC (0754); Redbox Automated Retail, LLC (0436); Redbox Entertainment, LLC (7085); Redbox Holdings, LLC (7338); Redbox Incentives LLC (1123); Redwood Intermediate, LLC (2733); Screen Media Films, LLC; Screen Media Ventures, LLC (2466); and TOFG LLC (0508). The Debtors' corporate headquarters and service address is 132 East Putnam Avenue, Floor 2W, Cos Cob, CT 06807.

3. The Debtors further request that all original pleadings be captioned as indicated in the preceding paragraph, that all original docket entries be made in the case of Chicken Soup for the Soul Entertainment Inc., Case No. 24-11442, and that a docket entry be made in the other Debtors' Chapter 11 Cases substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the Chapter 11 Cases of Chicken Soup for the Soul Entertainment Inc., *et al.* The docket in Case No. 24-11442 should be consulted for all matters affecting this case.

4. For the reasons set forth below, the Debtors submit that the relief requested is in the best interests of the Debtors, their estates, creditors, and other parties in interest.

JURISDICTION AND VENUE

5. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Pursuant to Local Rule 9013-1(f), the Debtors consent to entry of a final Order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final Orders or judgments in connection herewith consistent with Article III of the United States Constitution.

6. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The relief requested by this Motion is warranted under Bankruptcy Rule 1015(b) and Local Rule 1015-1.

BACKGROUND

8. On June 28, 2024 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing the Chapter 11 Cases. The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code. No official committees have been appointed in the Chapter 11 Cases, and no request has been made for the appointment of a trustee or an examiner.

9. Additional information regarding the Debtors’ business, their capital structure, and the circumstances leading to the filing of the Chapter 11 Cases is set forth in the *Declaration of William J. Rouhana, Jr., Chairman of the Board, in Support of Debtors’ Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”).

BASIS FOR RELIEF REQUESTED

10. Pursuant to Bankruptcy Rule 1015(b), if two or more petitions are pending in the same court by or against a debtor and an affiliate, “the [C]ourt may order a joint administration of the estates.” FED. R. BANKR. P. 1015(b). Local Rule 1015-1 similarly provides for joint administration of chapter 11 cases when the facts demonstrate that joint administration “is warranted and will ease the administrative burden for the Court and the parties.” DEL. BANKR. L.R. 1015-1. In the Chapter 11 Cases, all of the Debtors are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code, of Chicken Soup for the Soul Entertainment Inc. Accordingly, the joint administration of the Debtors’ respective estates is warranted and will ease the administrative burden on the Court and all parties in interest in the Chapter 11 Cases.

11. Joint administration also will permit the Clerk of the Court to utilize a single docket for all of the Chapter 11 Cases, and to combine notices to creditors and other parties in interest in the Debtors’ respective cases. Because there likely will be numerous motions, applications, and other pleadings filed in the Chapter 11 Cases that will affect all of the Debtors, joint administration will permit counsel for all parties in interest to include all of the Debtors’ cases in a single caption for the numerous documents that are likely to be filed and served in the Chapter 11 Cases. Joint administration also will enable parties in interest in all of the Debtors’ cases to stay apprised of all the various matters before the Court.

12. Joint administration will not prejudice or adversely affect the rights of the Debtors’ creditors because the relief sought herein is purely procedural and is not intended to affect substantive rights. Joint administration will significantly reduce the volume of paper that otherwise would be filed with the Clerk of the Court, render the completion of various administrative tasks less costly, and provide for greater efficiencies. Moreover, the relief requested

by this Motion will simplify supervision of the administrative aspects of the Chapter 11 Cases by the Office of the United States Trustee for the District of Delaware.

13. For these reasons, the Debtors submit that the relief requested herein is in the best interests of the Debtors, their estates, and creditors and, therefore, should be granted.

NOTICE

15. Notice of this Motion has or will be provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) the holders of the thirty (30) largest unsecured claims against the Debtors' estates on a consolidated basis; (iii) Owlpoint IP Opportunities JVF I LP; (iv) counsel to HPS Investment Partners, LLC; (v) U.S. Bank National Association, as trustee for the 9.500% Notes due 2025; (vi) the Office of the United States Attorney for the District of Delaware; (vii) the Internal Revenue Service; (viii) the United States Securities and Exchange Commission; (ix) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (x) any other party in interest entitled to notice of this Motion pursuant to Local Rule 9013-1(m). As this Motion is seeking "first day" relief, within two (2) business days of the hearing on this Motion, the Debtors will serve copies of this Motion and any Order entered in respect of the Motion as required by Local Rule 9013-1(m). Based on the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no other or further notice is necessary.

NO PRIOR REQUEST

17. No previous request for the relief sought by this Motion has been made to this Court or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter this Proposed Order, substantially in the form attached as **Exhibit A**, granting the relief requested in the Motion and such other relief to the Debtors as is appropriate.

Dated: June 29, 2024
Wilmington, Delaware

Respectfully submitted,

ASHBY & GEDDES, P.A.

/s/ Ricardo Palacio

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